

Maine Swimming, Inc.

Bylaws

The Maine Swimming Inc. (MSI) bylaws are based on the USA Swimming bylaws revision, dated August 4, 1996, as amended June 30, 1997 and approved by the MSI House of Delegates. This Manual is intended to summarize and carry on the content and intent of the MSI bylaws. Interpretation or refinements contained in this Manual shall take precedence. Copies of the full MSI bylaws are available on MSI's Web Site.

Article 1: Objective, Boundary, Jurisdiction (Ref Article 601)

1.1 Objective.

The objective and primary purpose of MSI shall be the education-i.e., instruction and training-of all individuals for the purpose of developing and improving their capabilities in the sport of swimming. MSI shall promote swimming for the benefit of swimmers of all ages and abilities in accordance with the standards and under the rules prescribed by the Federation Internationale de Nation amateur (FINA), USA Swimming (USA-S), and Maine Swimming, Inc. (MSI).

1.2 Name and Boundary.

The territory of MSI consists of the entire State of Maine.

1.3 Jurisdiction.

MSI has jurisdiction over the sport of swimming in Maine, as has been delegated to it by USA-S.

Article 2: Membership (Ref Article 602)

2.1 Types. Eligibility for membership shall consist of the following:

1. Group Members.

- A. Clubs which have joined and are in good standing as members of MSI and USA-S and who have athletes and coaches who are members in good standing of MSI and USA-S.
- B. Those organizations which conduct a program in swimming or are composed of persons joined together in support of swimming or some aspect of it and who are members in good standing of MSI and USA-S.
- C. Each group member shall appoint a representative to the MSI House of Delegates (House). Such appointment shall be in writing, and be forwarded to the Secretary of MSI. The appointing group member may withdraw or substitute a member by written notice to the Secretary of MSI.

2. Individual Members.

- A. Those individuals who are athletes, coaches, officials, administrators, or persons otherwise interested in the purpose and programs of MSI, by joining USA-S or by joining as athletes in the sport of swimming, will receive a USA-S membership and may attend all meetings of MSI with voice but no vote.

2.2 Responsibilities.

1. **Income.** Any income derived from the promotion of swimming by members of USA-S must be used for swimming or for the good of the general welfare of MSI as a whole.
2. **Infraction.** A group member may be held responsible for infractions of the rules and regulations committed by an athlete who is competing as a representative of the organization.
3. **Attendance.** Three consecutive unexcused absences from MSI House or Board of Directors meetings by any member of the House or Board of Directors except the athlete representatives shall constitute grounds for dismissal from the MSI House or Board of Directors. A demonstrated pattern of irregular attendance or lack of participation shall be grounds for review by the Executive Committee for presentation to the MSI House for dismissal of that individual member.
4. **Reports.** Any member of MSI who accepts financial assistance from the MSI Board of Directors to attend any USA-S sponsored swimming event-i.e., meet, camp, training, or meeting-shall within 60 days of return submit in a brief report of the event attended for distribution to all interested members of MSI. The report shall include all relevant information which would allow other members of MSI access to all goods, services, and information that the attending member enjoyed. Disbursement of approved funds shall be made only after all reports are submitted. Failure to submit reports in a timely manner may result in denial of the reimbursement.

Article 3: Dues and Fees (Ref Article 603)

3.1 Club.

Every group member joins MSI and USA-S by submitting an approved application and by paying an annual fee consisting of a national club fee established by USA-S and a local club fee established by MSI.

3.2 Athlete Registration.

Each athlete member joins MSI and USA-S by submitting an approved application and by paying an annual fee established by USA-S and a local athlete member fee established by MSI.

3.3 Nonathlete Membership.

Each nonathlete member joins MSI and USA-S by submitting an approved application to the Membership Chair and paying an annual fee established by USA-S and a local nonathlete member fee established by MSI.

3.4 Sanction Fees.

1. Each applicant for sanction shall at the time of application submit such fees and documents as required by MSI.
2. In addition to or in place of a sanction fee, MSI may establish a service charge consistent with the nature of the event and which may be a flat amount, a percentage of receipts, or combination of both.

3.5 Failure to Pay.

The failure of a group member to pay dues or fees required by MSI or USA-S within the time prescribed results in prevention of participation by the delinquent member in competition, representation, and voting. Continued failure to pay such dues or fees within a reasonable period of time, as determined by the Board of Directors, is cause for termination of membership.

3.6

Article 4: Management (Ref Article 604)

4.1 MSI House of Delegates.

1. **Appointment.** The MSI House shall consist of the representatives appointed by each member, athlete representatives, coaches' representative, the other members of the Board of Directors, and at-large members appointed by the General Chair with the concurrence of the Board. The maximum number of at-large members will be ten. At-large members shall have the same privileges as other members of the House. All group members and members at-large shall hold office for one year or until their successors are appointed.
 - A. Six athlete representatives to the MSI House are to be selected by the athlete members, three each annually for a two-year term, which begins on September 1st following their election. Three of those so selected shall reside within the State of Maine throughout the term. At the time of selection, the nominated junior athlete must be in high school and eligible to serve at least two (2) years, be engaged in amateur swimming, and be a member of MSI within the three (3) years immediately preceding selection. Selection shall be made at the MSI Summer Championships. See also Article 21.10 (A) & (B) of the Policy and Procedures for specific election procedures. One of the senior athlete representatives may attend the USA-S annual meeting as a representative of MSI.
 - B. A coaches' representative will be elected at the MSI Winter Championships by a majority of coaches in attendance at a meeting called for that purpose by the Coaches Representative of MSI, in even numbered years.
 - C. The athlete representative position may not be co-held. In the event of a tie, there will be a runoff of the tied nominees to determine the position of junior athlete representative.
2. **Eligibility.** Only current members of USA-S are eligible to be members of the MSI House.
3. **Voting.** Each member of the House shall have one (1) vote on all matters coming before the House. No proxy voting shall be allowed. However, group members may designate an alternate representative in writing to the General Chair before each House meeting pursuant to Article 2.1 (1C)
 - A. A majority vote shall be sufficient for the adoption of any matter before the House, except for those matters set forth below, which shall require a vote of three fourths of those members present, as set forth in Article 12.1:
 1. Sale or disposal of all or substantially assets of MSI.
 2. Dissolution of MSI.
 3. Amendment to the bylaws.
4. **Duties and Powers.** The management of the business for MSI is the responsibility of the House. In addition to the duties and powers prescribed in the code of USA-S or in the bylaws, the House shall have the power and it shall be its duty:
 - A. To elect the Board of Directors;
 - B. To elect the Board of Review;
 - C. To establish joint administrative committees with any organization outside USA-S (e.g., YMCA);
 - D. To review and adopt the annual budget of MSI House;
 - E. To elect alternates to the USA-S House of Delegates in accordance with the USA-S code;

- F. To admit eligible group members who have properly applied
- G. To call regular and special meeting of MSI;
- H. To ratify or rescind policy and programs established by the Board of Directors;
- I. To amend the bylaws of MSI;
- J. To sell or dispose of all or substantially all assets of MSI; and
- K. To determine and provide for the dissolution of MSI;
- L. To elect members of the nominating committee.

4.2 MSI Board of Directors (Ref Article 605)

- 1. Members.** The MSI Board of Directors shall consist of the officers, chairs of all standing committees, coaches' representative, athlete representatives, at-large members, elected national officers of USA-S who are active in MSI, and the immediate past General Chair of MSI.
- 2. Duties and Powers.** The Board of Directors shall act for MSI and the House during the interval between its meetings subject to approval and ratification of the House except that it cannot amend these bylaws. The Board of Directors shall have the power and it shall be its duty:
 - A. To establish policy and procedures subject to ratification by the MSI House and to lend direction thereto.
 - B. To prepare and implement the annual budget.
 - C. To call regular or special meetings of the Board of Directors.
 - D. In addition to the duties granted to the MSI Board of Directors under MSI Bylaws, Article 3.2 (2), it shall also be its duty to provide for external service contracts, athlete registration, handbooks, communication, or other items in accordance with USA-S and MSI policies.
- 3. Executive Committee.** The Executive Committee shall have the authority to act for the Board of Directors and MSI between meetings of the Board of Directors and the MSI House. It shall be composed of the officers of MSI and the immediate past General Chair of MSI. Meetings of the committee shall be held at any time or place with the call of the General Chair or any three members of the committee and with no less than five (5) days written notice of such meeting to each member, or any time, by consent of all members. Special matters may be voted upon by mail, facsimile, or telephone (confirmed in writing within 24 hours). No action can be taken without concurrence of all members of the committee. At each regular or special meeting of the Board of Directors, the committee shall make a report of its activities since the last board meeting for the board's confirmation, ratification, modification, or rejection, such meetings are to be called within thirty (30) days of any action of the Executive Committee.

Article 5: Officers (Ref Article 606)

5.1 Titles.

The elected officers are General Chair, Treasurer, Secretary, Administrative Vice Chair, Senior Vice Chair, Age Group Chair, Registration Chair, Technical Planning Chair, Officials Chair, Safety Chair, Board of Review Chair, and At-Large Members. Any office may be combined with another except with that of the General Chair.

5.2 Eligibility.

Only current members of USA-S are eligible to hold office.

5.3 Term of Office.

Each officer serves for a term of two years or until a successor is chosen. No person so elected for more than terms is eligible for re-election to the same office until a lapse of two years has occurred with the exception of the offices of Registration Chair, Secretary, and Treasurer.

1. The offices of General Chair, Secretary, Senior Division Vice Chair, and Coaches Representative will be elected in even-numbered years. All other elected positions shall be elected in odd-numbered years. (Coaches Representative to be elected at the Winter MSI Championships Meet.)

5.4 Nomination/Election.

The slate of officers to stand for election will be prepared by a nominating committee. This committee shall be made up of 4 individual members, no more than 2 board members, elected at the Fall Annual Meeting. The Chair shall be elected by the committee members. Nominations will be published no less than 15 days in advance of the election, and additional nominations may come from the floor. The election of officers shall take place at the spring House meeting. New officer terms shall begin the following September 1st.

5.5 Duties.

The duties of the officers are as hereafter set forth, and such other duties as may be designated by the House and the Board from time to time.

- 1. General Chair.** The General Chair calls meetings when and where deemed necessary, presides at all meetings of the MSI House, Board of Directors, and Executive Committee, and appoints committee chairs for certain standing committees and such special committees as may be necessary to fill the duties

and responsibilities of MSI with the advice and consent of the Board of Directors. The General Chair is expected to represent MSI as deemed necessary at any USA-S function.

2. **Secretary.** The Secretary is responsible for keeping a record of all meetings, conducting official correspondences, issuing meeting notices and copies of the minutes to the Board and all House delegates, keeping current registration list of all MSI members, officers, and delegates, and making such reports to USA-S, as required by Article 10. The Secretary shall serve on the MSI Board of Directors, the MSI Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
3. **Treasurer.** The Treasurer receives all monies and pays all bills approved by the Board. The Treasurer is responsible for maintaining all financial records, including bank and checking records, and for making timely reports to the Board and USA-S as required by Article 10. The Treasurer shall serve on the MSI Board of Directors, the MSI Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
4. **Administrative Vice Chair.** The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and shall chair the Administrative division. The Administrative Vice Chair shall serve on the MSI Board of Directors, the MSI Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
5. **Senior Vice Chair.** The Senior Vice Chair shall chair the division that develops and conducts a program for senior swimming in Maine. The Senior Vice Chair shall serve on the MSI Board of Directors, the MSI Executive Committee, and represent MSI as deemed necessary at any USA-S function.
6. **Age Group Vice Chair.** The Age Group Vice Chair shall chair a division the develops and conducts a program for age group swimming in Maine. The Age Group Chair shall serve on the MSI Board of Directors, the MSI Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
7. **Registration Chair.** The Registration Chair is responsible for the registration of swimmers and submitting the registrations to USA-S. The Registration Chair shall serve on the MSI Board of Directors, the Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
8. **Technical Planning Chair.** The Technical Planning Chair will be the Coaches Representative and is responsible to provide ongoing technical assistance in the areas of long range planning, bylaw and scheduling. The Technical Planning Chair shall serve on the MSI Board of Directors, the Executive Committee, and to represent MSI as deemed necessary at any USA-S function.
9. **Coaches Representative.** The Coaches Representative shall be the coaches liaison to the Board and House of Delegates and shall hold regular meetings throughout the year, at meets and prior to annual meeting, so as to maintain coaches feedback.

5.6 Vacancies

Vacancies created for any reason in any Office or elected Committee Chair may be filled by appointment by the General Chair with the advice and consent of the Board until the next regularly scheduled meeting of the House.

Article 6: Meetings (Ref Article 604)

6.1 Annual.

The MSI House shall hold two regular meetings per year. The Annual Meeting shall be held between the 1st day of May and the 30th day of June. The second meeting shall be held between the 1st day of September and the 31st day of October.

- 6.2 Regular or special meetings of the House or Board of Directors may be called by the General Chair or on the request of any three officers.

6.3 Notices.

1. **Time.** Not less than 15 days' notice shall be given by the Secretary for any annual or special meetings of the House and/or Board of Directors.
2. **Information.** The meeting notice shall contain the time, date, site, and agenda or purpose.
3. **Address.** The meeting notice shall be sent to the address last given to the Secretary of each member of the House or Board of Directors.

6.4 Order of Business.

At all meetings of the House or Board of Directors, the following is the order of business:

1. Roll call
2. Reading, correction, and adoption of minutes
3. Reports of Officers
4. Reports of Committees
5. Unfinished business
6. Elections, when appropriate
7. New business
8. Resolutions and Orders
9. Adjournment

6.5 Quorum.

A quorum at all meetings of the House of Delegates shall consist of those members present and eligible to vote. A quorum at all meetings of the Board of Directors consists of a majority of the members.

6.6 Rules of Order.

At all meetings the current Roberts' Rules of order are the procedural rules.

Article 7: Divisions and Committees (Ref Article 604)

1. Divisions.

- A. Administrative Division
 - (1) Officials Committee
 - (2) Records Committee
 - (3) Equipment Committee
 - (4) Official Verification Card Committee
 - (5) Publicity/Promotion Committee
 - (6) Survey Committee
- B. Senior Division
 - (1) Senior Advisory Committee consists of the Rules Committee Chair, Coaches' Representative, Zone/Area Representative, Technical Planning Committee Representative
 - (2) Long Distance Committee
- C. Age Group Division
 - (1) Age Group Advisory Committee consisting of Rules Committee Chair, Coaches' Representative, Zone/Area Representative, Technical Planning Coaches Committee Representative
- D. Additional Standing Committees
 - (1) Finance
 - (2) Legislation
 - (3) Membership
 - (4) Registration
 - (5) Safety Education
 - (6) Technical Planning
 - (7) Marketing
 - (8) Others as deemed necessary by the General Chair

7.2 Chairs of Divisions and Standing Committees.

- 1. Committee Chairs except for those of the Registration, Officials Chair, and Technical Planning Committees shall be appointed by the General Chair with the advice and consent of the Board of Directors.
- 2. Committee Chairs shall consist of the following:
 - A. Membership Chair. The Membership Chair is responsible for the registration of nonathlete members and clubs of MSI.
 - B. Records Chair. The Records Chair is responsible for maintaining a list of record performances by all Maine swimmers registered with MSI.
 - C. Sanction Chair. The Sanction Chair shall be responsible for the sanctioning of all MSI meets.
 - D. Officials Chair. The Officials Chair shall be responsible for the recruitment, training, and overseeing of officials within MSI. The Officials Chair shall prepare and submit to the General Chair on an annual basis, a list of certified USA-S officials in Maine.
 - E. Safety Chair. The Safety Chair shall be responsible for the development and monitoring of insurance and safety programs for clubs within MSI. MSI shall maintain and periodically review detailed job descriptions for each appointed Chair.
- 4. The duties of all the chairs of each division and committee are as follows:
 - A. Preside at all meetings of the division or committee.
 - B. Supervise and direct the committee and subcommittee members in the timely and appropriate performance of their duties and responsibilities.
 - C. Communicate with committee members to keep them fully informed.
 - D. Notify the General Chair and the Secretary of all committee actions and recommendations.
 - E. Submit reports/minutes and all official correspondences of all meetings to the General Chair and the Secretary in a timely fashion.
 - F. Perform additional duties specified by the General Chair.
 - G. Expend funds up to \$100 in each fiscal year to cover minor expenses for operation of the Committees. Expenses in excess of \$100 must have the approval of the Board of Directors.

7.3 Membership.

Members of all committees, other than those elected, athletes' and coaches' representatives, and division chairs shall be appointed by the General Chair with the advice of the chairs of the divisions and committees.

7.4 Terms.

The terms of committee members shall be two years from the date of appointment. Members may be reappointed, however, to additional terms.

Article 8: Conditions of Competition

8.1 General.

The conditions of competition in any swimming event and the rules governing it shall be those established by USA-S or by MSI when its and regulations are not contrary to the rules of USA-S.

Article 9: Championships

9.1 General

Swimming championships, where possible, will be held in accordance with the USA-S rules for the conduct of championships, as described in the technical rules for USA-S.

Article 10: Reports and Remittances (Ref Article 608)

10.1 Minutes.

The Secretary of MSI shall, within 30 days after each meeting of the MSI Board of Directors and House, distribute copies of the minutes to USA-S and to all members of the MSI House.

10.2 Financial Reports.

The Treasurer shall forward to USA-S a copy of the annual audit of the accounts of MSI within thirty (30) days of acceptance of MSI. The audit of accounts is to be signed by a certified public accountant. The Treasurer shall forward to USA-S a copy of the Internal Revenue Service Form 990 when filled.

10.3 Membership Reports.

The Registration Chair and the Membership Committee or designee shall forward each month to the Treasurer of MSI, a list of all athlete members, nonathlete members, and clubs along with the appropriate fees. The Treasurer or designee shall then submit this information in a combined report to the Executive Director of USA-S. The report must list all athletes, nonathletes, and clubs (with addresses) that have joined MSI and USA-S within the prior month. This report shall be accompanied by the appropriate fees. The Registration Chair shall work with the Membership Chair in compiling this information in order to ensure its accuracy and timeliness.

10.4 General.

MSI shall make all reports required by this article and such other reports, specified in the USA-S code or by the national Board of Directors or House of Delegates, in such a manner and on such written forms as shall be determined by USA-S. The General Chair, Secretary and the Treasurer are responsible for seeing that all required reports and remittances are made.

Article 11: Bill of Rights, Hearings, and Appeals (Ref Article 609&610)

11.1 Bill of Rights (Individual & Club).

MSI, in furtherance of the USA-S Code, shall respect the right of every Individual Member who is eligible under MSI, USA-S and FINA rules and regulations to participate in any competition as an athlete, coach, manager, meet director or other officer, do long as the competition is conducted in compliance with MSI, USA-S and FINA requirements. MSI shall respect and protect the right of every Club Member which is eligible under MSI, USA-S and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with MSI, USA-S and FINA requirements. Before any Individual or Club Member is denied the right to participate in a competition, the individual or club shall have the right to request and have a hearing before, and a determination of, the Board of Review or the National Board of Review. If the Individual Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

11.2 Board of Review.

MSI shall establish a Board of Review to investigate and adjudicate complaints of violation(s) of MSI bylaws and/or policies and procedures. The Board of Review shall have at least five (5) regular members and at least three (3) alternate members. The House of Delegates shall biennially elect regular and alternate members of the Board of Review. Two regular and two alternate members shall be elected in even-numbered years and three regular and one alternate members in odd-numbered years. The Chair of the Board of Review shall be elected biennially by a majority vote of the regular members of the Board of Review. In no case shall members of the Board of Directors constitute a majority of the Board of Review. Its hearings may be conducted by an attorney at law retained by the Review Section for that purpose but who shall have no vote. A quorum for any hearing conducted by the Board of Review shall consist of a minimum of three members present. The parties involved may be represented by an attorney at their expense.

11.3 General Jurisdiction.

The Board of Review may conduct hearings on any matter affecting MSI, and involving only a member or members of MSI. The Board of Review may:

1. Fine, censure, suspend for a definite or indefinite period of time, with or without terms of probation, or expel any member of MSI, including any athlete, coach, manager, official, member of committee, or any other person participating in any capacity whatsoever in the affairs of MSI, who has violated any of its rules or regulations, or who has acted in a manner which brings disrespect upon MSI, or upon the sport of swimming. Any disciplinary hearing may be closed at the option of the respondent.
2. Conduct hearings on any matter relating to the responsibility of MSI as the local administrative governing body for swimming.

11.4 Procedures.

The procedures taken in reference to all hearings shall be as follow:

1. **Formal Hearings.** The respondent shall be given notice in writing, sent to his last known address by certified mail, return receipt requested, or by personal service, of the charges in detail or of the circumstances which are believed to require answers, explanation, or clarification. The written statement of charges shall also set out the penalties which may ensue if such charges are proven. It shall contain a date at which time a hearing will be conducted with the request that the person charged shall appear before the Board of Review with the right to have counsel of her/his own choice. The date of the hearing shall be set no less than 30 days nor more than 60 days after the date of the mailing of such notification; and shall request that the person charged to answer in writing to the Chair of the Board of Review, all charges set forth in the written statement. This answer shall be delivered to the Chair of the Board of Review either by certified mail or registered mail, return receipt requested, no later than ten days prior to the date of hearing. The decision shall be rendered at the time of the hearing or within 24 hours thereafter.
2. **Emergency Hearing.** When compliance with regular procedures would impede justice or cause additional harm to the aggrieved party, the Board of Review or its duly authorized representative(s) is empowered to summarily hear and decide a matter relating to a scheduled competition. The notice to be given to the individual or entity charged may be oral or in writing and shall in every instance contain all notice requirements set forth in sub-paragraph 1 of this section. Within in ten (10) working days of the emergency hearing, the decision of the Board of Review or its duty authorized representative(s) shall be reduced to writing and shall include findings of fact and the ruling. A copy shall be mailed to the Chair of the MSI Board of Review and to the individual or entity charged. If an aggrieved party shall demand further hearing, such hearing shall be held in accordance with the provisions set forth in sub paragraph 1 of this Section.

11.5 Appeal.

The decision of the Board of Review will be final in all cases, subject only to appeal. (Ref Article 610.9) to the National Board of Review.

11.6 Notice to Athletes.

In each case where written notice is mailed to a registered athlete, it is sufficient to mail the notice addressed to the residence given on the application for registration or if a written notice of change of address has been filed with the Registration Chair, then to such changed addresses.

Article 12: Miscellaneous

12.1 Amendments to The Bylaws.

Any provision of these bylaws not proscribed by USA-S may be amended at any meeting of the House by a three quarters vote of the members voting. At least thirty (30) days' notice must be given to every member of the House of any proposed amendment. Bylaw changes which do not contain stated effective dates take effect on January 1 of the following year.

12.2 Amendments to Policy and Procedure Section of the MSI Swimmers Handbook.

1. Any provisions of the Policy and Procedures Section of the MSI Swimmers Handbook not proscribed by USA-S may be changed at any meeting of MSI House by a simple majority vote. Proposed changes shall be presented to the Board of Directors for recommendation at least 30 days prior to the House Meeting. A member of the Board of Directors shall then present the proposed changes with the Boards recommendations to the House at least 14 days prior to the meeting.
2. Unless the effective date is included in the motion to adopt, an approved change will take effect on January 1 of the following year.

12.3 Fiscal Year.

The fiscal year of MSI shall be September 1 through August 31.

12.4 Mailing Address.

The permanent mailing address for MSI shall be the address designated and submitted to USA-S by the General Chair.

12.5 Mail Vote.

Any action which may be taken at any regular or special meeting of members of either the House or the Board, except amendments of these bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time for the return of the ballot to the Secretary. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified constitutes a majority of the votes entitled to be cast.

12.6 AAU Associations and YMCAs.

Some or all of the administrative functions which are the responsibility of MSI may be assigned to the local AAU Association or Maine State YMCA under agreement between MSI and the association designated, outlining the nature of the services and fees to be paid therefore. Such an agreement shall be in accordance with general policies and guidelines established by USA-S, national AAU, and/or national YMCA.

12.7 Dissolution.

Upon dissolution, the net assets of MSI will not inure to the benefit of any private individual or corporation but will be distributed to USA-S to be used exclusively for educational or charitable purposes, or if USA-S is not then in existence or is not then a corporation which is exempt under Section 501 (c) (3) of the International Revenue Code and to which contributions, bequests, and gifts are deductible under Section 170 (c) (2), 2055 (c) (2) thereof, such assets shall be distributed to such a corporation to be used exclusively for educational or charitable purposes.

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